

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
:
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
:
Debtors.¹ : (Jointly Administered)
:
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**DECLARATION OF JAMES P. CHOU IN SUPPORT OF MOTION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER TO COMPEL
BANKRUPTCY RULE 2004 PRODUCTION OF DOCUMENTS**

I, James P. Chou, Esq. declare:

1. I am a partner with the law firm of Moritt Hock & Hamroff LLP ("Moritt Hock"), Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation and its affiliated debtors and debtors in possession. I am admitted to practice before this Court and I submit this declaration in support of the Motion of the Official Committee of Unsecured Creditors for an Order to Compel Bankruptcy Rule 2004 Production of Documents (the "Motion").

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. The purpose of this declaration is to provide the Court with copies of certain documents referenced in the Motion.

3. Attached hereto as Exhibit A is a true and correct copy of one of the subpoena *duces tecum* that my office served on various institutions that held significant amounts of Sear's stock (the "Public Shareholder Subpoena"). Each Public Shareholder Subpoena had the same six (6) document requests.

4. Attached hereto as Exhibit B is a true and correct copy of the affidavit of service of the Public Shareholder Subpoena on BMO Nesbitt Burns, Inc. ("BMO Nesbitt").

5. Attached hereto as Exhibit C is a true and correct copy of the affidavit of service of the Public Shareholder Subpoena on HSBC Global Asset Management (UK) Limited ("HSBC").

6. Attached hereto as Exhibit D is a true and correct copy of the affidavit of service of the Public Shareholder Subpoena on Legal and General Investment Management Limited ("LGIM").

7. Attached hereto as Exhibit E is a true and correct copy of an email, dated July 24, 2020, sent by Danielle J. Marlow, Esq., a partner at Moritt Hock, to representatives of BNO Nesbitt attaching a courtesy copy of the Public Shareholder Subpoena and the affidavit of service thereof.

8. Attached hereto as Exhibit F is a true and correct copy of an email, dated May 28, 2020, sent by Danielle J. Marlow, Esq., a partner at Moritt Hock, to Mark Steffensen of HSBC attaching a courtesy copy of the Public Shareholder Subpoena and the affidavit of service thereof.

9. Attached hereto as Exhibit G is a true and correct copy of email correspondence, dated August 6, 2020, between Danielle J. Marlow, Esq. a partner at Moritt Hock, and Nelson Boxer, Esq. of Petrillo Klein & Boxer LLP, counsel for PNC Bank, N.A.

10. Attached hereto as Exhibit H is a true and correct copy of email correspondence, date range of September 10, 2020, and September 14, 2020, between Danielle J. Marlow, Esq. a partner at Moritt Hock, and Nelson Boxer, Esq. of Petrillo Klein & Boxer LLP, counsel for PNC Bank, N.A.

11. Attached hereto as Exhibit I is a true and correct copy of email correspondence, dated July 15 and 16, 2020, between representatives of Clearstream and Danielle J. Marlow, Esq. a partner at Moritt Hock.

12. Attached hereto as Exhibit J is a true and correct copy of email correspondence, dated July 17, 2020, sent by Danielle J. Marlow, Esq., a partner at Moritt Hock, to Clearstream's representatives in response to their July 16, 2020 email (Exhibit I).

13. Attached hereto as Exhibit K is a true and correct copy of a proposed Order Compelling Bankruptcy Rule 2004 Production of Documents.

Dated: September 14, 2020

Respectfully Submitted,

/s/ James P. Chou
James P. Chou